

RECORDATION NO. 28018-B FILED

AUG 25 '09 -2 00 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

August 25, 2009

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Ms Quinlan

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Subleases, dated as of August 25, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents

The attached document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number 28018.

The names and addresses of the parties to the enclosed document are:

Lessee/Assignor: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, Texas 75207

Assignee: Bank of Utah
200 E. South Temple
Salt Lake City, UT 84111

Anne K. Quinlan, Esq.
August 25, 2009
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A description of the railroad equipment covered by the enclosed document is:

220 railcars: TILX 50626 - TILX 50735 and TILX 50846 - TILX 50955

A short summary of the document to appear in the index is:

Memorandum of Assignment of Subleases.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF SUBLEASES

between

**TRINITY INDUSTRIES LEASING COMPANY,
as Lessee**

and

**BANK OF UTAH,
as Collateral Agent**

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. § 11301
on August __, 2009 at __: __.m.**

AUG 25 '09 -2 00 PM

MEMORANDUM OF ASSIGNMENT OF SUBLEASES

LAWRENCE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF SUBLEASES is effective as of August 25, 2009, by and between TRINITY INDUSTRIES LEASING COMPANY ("Lessee") and BANK OF UTAH, as collateral agent ("Collateral Agent"), with reference to the following:

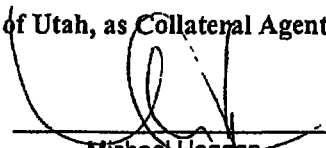
Lessee, as lessee, Banc of America Leasing & Capital, LLC ("BALC"), as lessor, and the Collateral Agent, as collateral agent under that certain Collateral Agency Agreement dated as of February 6, 2009 by and among Lessee, BALC, the Collateral Agent and other Lessor Parties a party thereto from time to time (the "Collateral Agency Agreement"), are parties to that certain Subleasing Consent and Amendment dated as of February 6, 2009 (as amended, the "Subleasing Consent and Amendment") whereby Lessee has pledged, assigned, transferred and granted to the Collateral Agent, for the benefit of BALC and other Lessor Parties (under and as defined in the Collateral Agency Agreement) a continuing, first priority security interest in any and all Lease Agreements (as defined in the Subleasing Consent and Amendment) of the railcars described in Exhibit A hereto (the "Units"), together with all proceeds thereof, including proceeds in the form of goods, accounts, chattel paper, documents, instruments, general intangibles, investment property, deposit accounts, letter of credit rights and supporting obligations, and all books and records solely regarding the leasing or subleasing of the Units under the Agreement, the Schedules thereto and the Lease Agreements (each as defined in the Subleasing Consent and Amendment).

[signatures appear on next page]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Subleases to be executed as of the date first above written.

Bank of Utah, as Collateral Agent

Trinity Industries Leasing Company

By: 
Name: Michael Hoggan
Title: Vice President

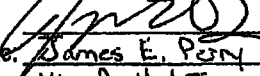
By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Subleases to be executed as of the date first above written.

Bank of Utah, as Collateral Agent

By: _____
Name: _____
Title: _____

Trinity Industries Leasing Company

By: 
Name: James E. Perry
Title: Vice President, Treasurer and Asst. Sec.

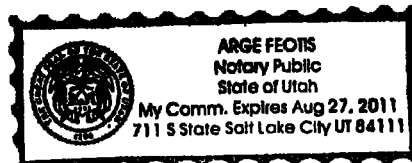
STATE OF UTAH, COUNTY OF SALT LAKE, TO WIT:

On this ____ day of August, 2009 before me appeared Michael Hoggan, to me personally known, who being by me duly sworn, says that he is the Vice President of BANK OF UTAH, that said instrument was signed on _____, 2009 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation

[Notarial Seal]

ARGE FEOTIS
Notary Public

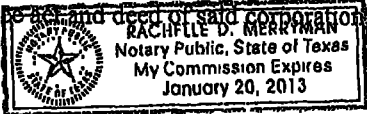
My commission expires.



STATE OF Texas TO WIT:

COUNTY OF

On this ___ day of August, 2009 before me appeared James E. Perry, to me personally known, who being by me duly sworn, says that he is the Vice President, Treasurer and Asst. Sec. of TRINITY INDUSTRIES LEASING COMPANY, that said instrument was signed on 8/18, 2009 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the



[Notarial Seal]

Rachelle D. Merryman
Notary Public

My commission expires.

01/20/13

EXHIBIT A
DESCRIPTION OF UNITS

Two Hundred Twenty (220) 4,323 CF Alum. RDL Freight Coal Cars bearing the following reporting marks:

CAR	MARK	CAR	MARK
TILX	50626	TILX	50846
TILX	50627	TILX	50847
TILX	50628	TILX	50848
TILX	50629	TILX	50849
TILX	50630	TILX	50850
TILX	50631	TILX	50851
TILX	50632	TILX	50852
TILX	50633	TILX	50853
TILX	50634	TILX	50854
TILX	50635	TILX	50855
TILX	50636	TILX	50856
TILX	50637	TILX	50857
TILX	50638	TILX	50858
TILX	50639	TILX	50859
TILX	50640	TILX	50860
TILX	50641	TILX	50861
TILX	50642	TILX	50862
TILX	50643	TILX	50863
TILX	50644	TILX	50864
TILX	50645	TILX	50865
TILX	50646	TILX	50866
TILX	50647	TILX	50867
TILX	50648	TILX	50868
TILX	50649	TILX	50869
TILX	50650	TILX	50870
TILX	50651	TILX	50871
TILX	50652	TILX	50872
TILX	50653	TILX	50873
TILX	50654	TILX	50874
TILX	50655	TILX	50875
TILX	50656	TILX	50876
TILX	50657	TILX	50877
TILX	50658	TILX	50878
TILX	50659	TILX	50879
TILX	50660	TILX	50880
TILX	50661	TILX	50881
TILX	50662	TILX	50882
TILX	50663	TILX	50883
TILX	50664	TILX	50884
TILX	50665	TILX	50885
TILX	50666	TILX	50886

TILX 50667	TILX 50887
TILX 50668	TILX 50888
TILX 50669	TILX 50889
TILX 50670	TILX 50890
TILX 50671	TILX 50891
TILX 50672	TILX 50892
TILX 50673	TILX 50893
TILX 50674	TILX 50894
TILX 50675	TILX 50895
TILX 50676	TILX 50896
TILX 50677	TILX 50897
TILX 50678	TILX 50898
TILX 50679	TILX 50899
TILX 50680	TILX 50900
TILX 50681	TILX 50901
TILX 50682	TILX 50902
TILX 50683	TILX 50903
TILX 50684	TILX 50904
TILX 50685	TILX 50905
TILX 50686	TILX 50906
TILX 50687	TILX 50907
TILX 50688	TILX 50908
TILX 50689	TILX 50909
TILX 50690	TILX 50910
TILX 50691	TILX 50911
TILX 50692	TILX 50912
TILX 50693	TILX 50913
TILX 50694	TILX 50914
TILX 50695	TILX 50915
TILX 50696	TILX 50916
TILX 50697	TILX 50917
TILX 50698	TILX 50918
TILX 50699	TILX 50919
TILX 50700	TILX 50920
TILX 50701	TILX 50921
TILX 50702	TILX 50922
TILX 50703	TILX 50923
TILX 50704	TILX 50924
TILX 50705	TILX 50925
TILX 50706	TILX 50926
TILX 50707	TILX 50927
TILX 50708	TILX 50928
TILX 50709	TILX 50929
TILX 50710	TILX 50930
TILX 50711	TILX 50931
TILX 50712	TILX 50932
TILX 50713	TILX 50933
TILX 50714	TILX 50934
TILX 50715	TILX 50935
TILX 50716	TILX 50936

TILX 50717	TILX 50937
TILX 50718	TILX 50938
TILX 50719	TILX 50939
TILX 50720	TILX 50940
TILX 50721	TILX 50941
TILX 50722	TILX 50942
TILX 50723	TILX 50943
TILX 50724	TILX 50944
TILX 50725	TILX 50945
TILX 50726	TILX 50946
TILX 50727	TILX 50947
TILX 50728	TILX 50948
TILX 50729	TILX 50949
TILX 50730	TILX 50950
TILX 50731	TILX 50951
TILX 50732	TILX 50952
TILX 50733	TILX 50953
TILX 50734	TILX 50954
TILX 50735	TILX 50955

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

8/25/09



Robert W Alvord